

**UNITED STATES DISTRICT COURT OF THE
SOUTHERN DISTRICT OF NEW YORK**

SLAMDUNK SPORTSWEAR, INC.,

Plaintiff,

v.

TD BANKNORTH, N.A.,

Defendant.

Case No. 08-0258-cv (RMB)

DECLARATION

Maureen Castagno hereby declares under penalty of perjury pursuant to 28 United States Code 1746 that the following is true and correct:

1. TD Banknorth, N.A. (“Banknorth”) is a National Association engaged in banking with its principal office in Portland, Maine and operations in eight states, including New York and New Jersey.

2. I am employed at Banknorth’s International Department in Wayne, New Jersey, and among my responsibilities are the receipt, review and acceptance or rejection of documents submitted to Banknorth under documentary letters of credit.

3. I make this declaration in response to the motion of Slam Dunk Sportswear, Inc. (“Slam Dunk” or “Plaintiff”) for an injunction restraining Banknorth from making payment under two of four letters of credit issued at the request of Slam Dunk (the “Plaintiff’s Motion”).

4. Banknorth issued four (4) documentary letters of credit (collectively, the “Letters of Credit”) at the request of Slam Dunk:

LC No	Issue Date	Expired Date	Face Amount
TD-IN-TS-10004114-00	9/19/2007	2/15/2008	53512.80
TD-IN-TS-10004122-00	9/24/2007	3/10/2008	190017.00
TD-IN-TS-10004166-00	10/11/2007	4/5/2008	132535.20
TD-IN-TS-10004167-00	10/11/2007	2/10/2008	24834.18

5. In Plaintiff’s Motion, Slam Dunk asks the court for an injunction restraining Banknorth from paying under two of the Letters of Credit: No. TD-IN-TS-10004114-00 in the amount of \$53,512.80 (“LC10004114”) and No. TD-IN-TS-10004122-00 in the amount of \$190,017.00 (“LC10004122”).

6. By Application submitted by Slam Dunk on September 18, 2007 (the “LC10004114 Application”), Slam Dunk requested Banknorth to issue an Irrevocable Negotiable Credit in the amount of \$53,512.80. The LC10004114 Application listed Ponce De Leon Federal Bank in Union City, New Jersey (“Ponce De Leon”) as Slam Dunk’s Correspondent Bank, and Cara International Holdings Ltd. of Hong Kong (“Cara”) was listed as the Beneficiary. The expiry date of the credit was to be February 15, 2008. The LC10004114 Application provided for draft(s) drawn at 60 days after sight, described the applicable goods as 359 cartons of sneakers, and listed the documents to be presented for payment. A copy of the LC10004114 Application is attached hereto as Exhibit “A”.

7. Pursuant to the LC10004114 Application, on September 19, 2007 Banknorth issued LC10004114. The amount, the beneficiary designation, the expiry date, the description of the goods, and the documents to be presented for payment were

all as described in the LC10004114 Application. Citibank (Hong Kong) was named as the Advising Bank. A copy of LC10004114 is attached hereto as Exhibit "B".

8. By Application submitted by Slam Dunk on September 21, 2007 (the "LC10004122 Application"), Slam Dunk requested Banknorth to issue an Irrevocable Negotiable Credit in the amount of \$190,017.00. The LC10004122 Application listed Ponce De Leon as Slam Dunk's Correspondent Bank, and Cara was listed as the Beneficiary. The expiry date of the credit was to be March 10, 2008. The LC10004122 Application provided for draft(s) drawn at 60 days after sight, described the applicable goods as 1,466 cartons of sneakers, and listed the documents to be presented for payment. A copy of the LC10004122 Application is attached hereto as Exhibit "C".

9. Pursuant to the LC10004122 Application, on September 24, 2007 Banknorth issued LC100004122. The amount, the beneficiary designation, the expiry date, the description of the goods, and the documents to be presented for payment were all as described in the LC10004122 Application. Citibank (Hong Kong) was named as the Advising Bank. A copy of LC10004122 is attached hereto as Exhibit "D".

10. On January 4, 2008 documents were presented to Citibank at its counters in Hong Kong under LC10004114, including a Bill of Exchange drawn by Cara payable to the order of DBS Bank (Hong Kong) 60 days after sight in the amount of \$53,512.80 (the "\$53,512.80 Draft") accompanied by documents as described in LC10004114. A copy of the cover memorandum from DBS that accompanied the presentation is attached hereto as Exhibit "E".

11. The \$53,512.80 Draft and the accompanying documents were reviewed by Citibank and by Banknorth's International Department, and were found to comply with the requirements of LC10004114.

12. On January 10, 2008 I participated in a telephone call with two lawyers who purported to represent Slam Dunk. They advised me and Mr. Joseph Mooney, who was also on the call, that they were appearing in court the following day to obtain a Temporary Restraining Order restraining Banknorth from accepting the \$53,512.80 Draft and accompanying documents. They faxed me a copy of a proposed order that if signed would have restrained Banknorth as described.

13. On January 11, 2008, I participated in a further telephone call with lawyers purporting to represent Slam Dunk, in which we gained the impression that a Temporary Restraining Order was either signed or that such signature was imminent.

14. On January 14, 2008 I was advised that Slam Dunk claimed that the documents accompanying the \$53,512.80 Draft were discrepant, insofar as (a) they did not show that the goods were shipped no later than December 15, 2007, and (b) that the documents were not presented to Banknorth within 21 days after shipment.

15. The documents accompanying the \$53,512.80 Draft included a Bill of Lading showing that the goods were shipped on December 15, 2007 (the "December 15 Bill of Lading"). A copy of the December 15 Bill of Lading is attached hereto as Exhibit "F".

16. The \$53,512.80 Draft and accompanying documents (including the December 15 Bill of Lading) were presented to Citibank's counters on January 4, 2008, less than twenty one days thereafter.

17. On January 14, 2008 I was advised by Banknorth's counsel that no injunction had been issued restraining Banknorth from accepting the \$53,512.80 Draft and accompanying documents. I then affixed Banknorth's Acceptance stamp to the \$53,512.80 Draft, signed on behalf of Banknorth, and advised DBS by SWIFT message that the documents had been accepted. A copy of the accepted \$53,512.80 Draft and Banknorth's advice that it had been accepted are attached hereto as Exhibits "G" and "H".

18. As of the date of this Declaration, Banknorth has received no notice that documents have been presented under LC10004122 to any bank.

Dated: Wayne, New Jersey
January 16, 2008

/s/Maureen Castagno
Maureen Castagno

EXHIBIT A

**Banknorth, N.A.**

International Department
 2055 Hamburg Turnpike
 Wayne, NJ 07470
 Telephone: 973-283-4000
 Facsimile: 973-839-6426

LC no. _____
 (For Bank Use)

APPLICATION FOR IRREVOCABLE COMMERCIAL LETTER OF CREDIT (Page 1 of 2)

(If using this form electronically, you should tab between fields or **DOUBLE-click** them with your mouse. Check boxes can be marked by hitting your space bar. Please see guidelines for completing this application on page 2.)

Subject to our Master Letter of Credit Agreement with you, please issue an irrevocable Commercial Letter of Credit (L/C) substantially as set forth below, and

☐ send the original L/C directly to the Beneficiary

☐ send the L/C to the Advising Bank indicated or your chosen correspondent, as applicable (for delivery to the Beneficiary)

by ☐ cable (SWIFT/telex/cablegram). ☐ courier. ☐ airmail. ☐ other: _____.

Advising Bank (optional) ² HANG SENG BANK HANG SENG TOWER, TEIFORD PLAZA 33 WAI YIP STREET, KOWLOON BAY, HONG KONG SWIFT# HASEHKHH	Applicant: (Correspondent Bank on whose behalf Credit is issued) PONCE DE LEON FEDERAL BANK 3821 BERGENLINE AVENUE UNION CITY, NJ 07087
Beneficiary of L/C (name & address expected to appear on invoices) CARA INTERNATIONAL HOLDINGS LIMITED 9/F., EASTERN FLOWER CENTRE 22-24 CAMERON ROAD, TSIMSHATSUI KOWLOON, HONG KONG TEL. 852-2311 8380 / FAX. 852-2722 0672	Amount (U.S. dollars unless otherwise indicated) up to: \$ 53,512.80 plus or minus ____%
Account Party: (Insert only if different from Applicant) SLAMDUNK SPORTSWEAR, INC. 1960 THIRD AVENUE NEW YORK, NY 10029	Expiry Date of L/C (month in words, day, year) FEBRUARY 15, 2008 in the country of the Beneficiary unless otherwise indicated

Please make the L/C subject to the Uniform Customs and Practice for Documentary Credits (UCP) currently in effect.

Documents must be presented within 21 days after shipment (21 days if not otherwise specified) but, in any case, within the validity of the credit.

Draft(s) must be drawn at (specify "sight" or other tenor³) **60 DAYS AFTER SIGHT** (sight if not otherwise specified) for ____% (100% unless otherwise specified) of Commercial Invoice value drawn on you or (specify other drawee if desired) _____ and accompanied by the following documents⁴:

☒ Original and 2 copy(ies) of Commercial Invoice describing goods as⁵: **359 CARTONS EQUALS 4,308 PAIRS OF SNEAKERS PO#09-091707-C**

APPLICATION FOR IRREVOCABLE COMMERCIAL LETTER OF CREDIT (Page 2 of 2)

- ☐ EXW⁶ (Ex Works, Ex Factory At) _____ (place)
☐ FCA⁶ (Free Carrier At) _____ (place)
☐ CPT⁶ (Carriage Paid To) _____ (place)
☐ CIP⁶ (Carriage & Insurance Paid To) _____ (place)
☒ FOB⁶ (Free On Board At) CHINA (port of loading) (for port-to-port ocean shipments only; otherwise use FCA)
☐ CFR⁶ (Cost & Freight Paid To) _____ (port of discharge) (for port-to-port ocean shipments only; otherwise use CPT)
☐ CIF⁶ (Cost, Insurance & Freight Paid To) _____ (port of discharge) (for port-to-port ocean shipments only; otherwise use CIP)
☐ Other terms _____
- ☐ Marine Cargo Insurance Policy or Certificate (for CIP and CIF⁶ shipments) in negotiable form for at least ____% (110% unless otherwise specified) of Commercial Invoice value, endorsed in blank and covering the following risks:
☐ All risks warehouse-to-warehouse
☐ All risks warehouse-to-warehouse including war risks and strikes, riots and civil commotions
☐ Other (specify) _____
- ☒ Copy of a cable or fax message addressed to the Applicant giving date and means of shipment and description and value of the goods shipped, bearing the Beneficiary's original signed certification that "This is a true and accurate copy of a message sent as addressed within two days of shipment of the described goods" (for insurance purposes on EXW, FCA, CPT, FOB, and CFR⁶ shipments).
- ☐ Full set of Multimodal Transport (Door-to-Door) Bills of Lading showing place of receipt as _____ and place of delivery or final destination as _____ consigned to the order of the shipper, endorsed in blank.
- ☒ Full set of Port-to-Port Bills of Lading showing port of loading as CHINA and port of discharge as NEW YORK/NEW JERSEY/ LOS ANGELES, consigned to order of shipper, endorsed in blank.
☐ Transshipment⁷ prohibited (only applies to Port-to-Port Bills of Lading).
- ☐ Original Shipper's Copy of Air Waybill, showing airport of departure as _____ and airport of destination as _____, consigned to _____.
- ☐ Beneficiary's certificate that "one extra set of documents is accompanying the air shipment." (not applicable to ocean shipments)
- The above Bills of Lading, Air Waybill or other transport documents are to be marked and evidence:
 Freight⁸: ☒ Collect ☐ Prepaid Notify Party⁹: SLAMDUNK SPORTSWEAR INC.
 Partial shipments: ☐ Allowed ☒ Not allowed Shipment not later than: DECEMBER 15, 2007
- ☐ Forwarder's Cargo Receipt issued by _____ showing merchandise received no later than _____, consigned to or held at the disposal of the Applicant.
- ☒ Original and 2 copy(ies) of Packing List.
- ☐ Original and ____ copy(ies) of Certificate of Origin.
- ☐ Beneficiary's certificate that "one set of original documents has been couriered directly to _____."
- ☒ Original and 2 copy(ies) of FOOTWEAR INTERIM INVOICE.

SPECIAL CONDITIONS/INSTRUCTIONS

- ☐ Please make the L/C transferable in full or in parts by any bank. (not permitted unless marked)
☐ All bank charges other than those of the Issuing Bank are for the account of the Beneficiary. (for Applicant if not marked)

Discount charges, if any (applicable only to drafts other than "sight"), are for the account of the ☐ Beneficiary. ☐ Applicant.

- ☐ All documents are to be sent to you in one lot by courier. (airmail if not marked)
☒ Other conditions/instructions: EARLIER SHIPMENTS PERMITTED, COMMERCIAL INVOICES MUST DETAIL :
 STYLE #, COLOR, SIZE RUN,
 QUANTITY AND PRICE OF EVERY STYLE PURCHASED

APPLICATION FOR IRREVOCABLE COMMERCIAL LETTER OF CREDIT (Page 3 of 2)

FULL SET ORIGINAL OCEAN BILL OF LADING CONSIGNED TO: THE ORDER OF THE SHIPPER, BLANK ENDORSED, NOTIFY: SLAMDUNK SPORTSWEAR INC. 1960 THIRD AVE, NEW YORK, NY 10029, MARKED FREIGHT COLLECT, BEARING THIS LETTER OF CREDIT NUMBER.

IF FOWARDER CARGO RECEIPT IS IN LIEU OF BILL OF LADING, CONSIGNED TO SLAMDUNK SPORTSWEAR INC. 1960 THIRD AVE, NEW YORK, NY 10029

SLAMDUNK SPORTSWEAR, INC.

Account Party Name (if different from Applicant)

Applicant (Correspondent Bank's Name, if applicable)



9/18/2007

Authorized Signature

Date

Authorized Signature

Date

Phone No.: 212 216-9462

Fax No.: 212-216-9344

Phone No.:

Fax No.:

GUIDELINES FOR COMPLETING THIS APPLICATION FORM

1. If the proper arrangements have been made, applications and inquiries may be submitted by fax or e-mail to the addresses listed.
2. Advising Bank: If none is specified, the L/C will be advised through one of TD-BANKNORTH, N.A. Bank's correspondent banks/branches in the country of the Beneficiary.
3. Tenor: 'Sight' means payable immediately. For 'time' items, the tenor or maturity date should be specified. Example: '30 days after date of shipment'
4. Documents: Choose/specify all documents required for clearance of goods and internal use and to provide satisfactory evidence of shipment of goods as ordered. Keep in mind that non-documentary conditions cannot be included and the bank will pay as long as documents comply.
5. Merchandise: Description of goods should be as in the Beneficiary's proforma invoice but only in generic terms without excessive details such as quality, specifications, measurements, etc. This description will be required in the invoice presented under the L/C.
6. Shipping Terms: Shipping terms listed are standard Incoterms published by the International Chamber of Commerce and are used in international shipments to divide costs, rights, and obligations between buyers and sellers. *Do not be confused by the fact that some of the same terms are in common use for domestic shipments but have different meanings under the Uniform Commercial Code, which only covers shipments within the United States, not internationally.* In particular, FOB, CFR, and CIF are used internationally when goods are to be shipped via ocean and where it is agreed that the seller is responsible for inland carriage to the port of loading and any damage to the goods until they "cross the ship's rail." These 3 terms should not be used when requesting multimodal transport or when shipment is expected to be made in containers.
7. Transshipment: Unloading and reloading from one vessel to another of break-bulk goods during ocean carriage. Allowed unless otherwise specified. Even if prohibited, transshipment is allowed when goods are containerized and any time air or multimodal transport is requested unless the prohibition is explicitly stated under Other Instructions, e.g., "transport documents must not evidence unloading and reloading of goods, even if in containers, between the port of loading and the port of destination."
8. Freight: Choose 'prepaid' or 'collect' to match shipping term/incoterm chosen.
9. Notify Party: Party to be notified by the carrier upon arrival of goods (usually a customs broker).

EXHIBIT B

Sep-20-2007 10:28am From-PONCE DE LEON FED BANK

12018647625

T-063 P.001/003 F-662

738396168

TD BANKNORTH-INT'L D

PAGE 01/04

DATE: SEPTEMBER 19, 2007

APPLICANT
SLAMDUNK SPORTWEAR, INC.
1960 THIRD AVENUE
NEW YORK, NY 10029

ADVISING BANK:
CITIBANK
RE ISSUE PROGRAM
HONG KONG HONG KONG

PARTIAL SHIPMENT NOT ALLOWED
TRANSHIPMENT ALLOWED
PORT OF LOADING: CHINA
PORT OF DISCHARGE: NEW YORK,
NY/NEW JERSEY USA AND/OR LOS
ANGELES, CA
LATEST SHIPPING DATE: DECEMBER 15,
2007

COVERING:
159 CARTONS EQUALS TO 4,398 PAIRS OF SNEAKERS
PO. NO. 09-091207-C
FOB CHINA

DOCUMENTATION REQUIRED:
+ SIGNED COMMERCIAL INVOICE, ORIGINAL AND 3 COPIES.
COMMERCIAL INVOICE MUST DETAIL: STYLE NO., COLOR, SIZE RUN, QUANTITY,
AND PRICE OF EVERY STYLE PURCHASED.
+ PACKING LIST, ORIGINAL AND 2 COPIES.
+ COPY OF A CABLE OR FAX MESSAGE ADDRESSED TO THE APPLICANT GIVING DATE
AND MEANS OF SHIPMENT AND DESCRIPTION AND VALUE OF THE GOODS SHIPPED,
BEARING THE BENEFICIARIES' ORIGINAL CERTIFICATION THAT: QUOTE: THIS IS
A TRUE AND ACCURATE COPY OF A MESSAGE SENT AS ADDRESSED WITHIN TWO DAYS
OF SHIPMENTS OF THE DESCRIBED GOODS.UNQUOTE (FOR INSURANCE PURPOSES)

Page 1 of 3

IRREVOCABLE NEGOTIABLE CREDIT

CREDIT NUMBER: 10004114
EXPIRY: FEBRUARY 15, 2008 COUNTRY
OF BENEFICIARY

BENEFICIARY
CARA INTERNATIONAL HOLDINGS LTD
9/F., EASTERN FLOWER CENTRE
22-24 CAMERON ROAD,
Tsimshateui, Kowloon, HONG KONG

WE HEREBY ISSUE THE LETTER OF
CREDIT FOR AN AMOUNT OR AMOUNTS
NOT TO EXCEED IN THE AGGREGATE
USD\$53,512.00 (US DOLLARS FIFTY
THREE THOUSAND FIVE HUNDRED TWELVE
AND 80/100)
CREDIT AVAILABLE WITH ANY BANK BY
NEGOTIATION AGAINST PRESENTATION
OF THE DOCUMENT DETAILED HEREIN
AND OF YOUR DRAFTS AT 60 DAYS
AFTER SIGHT DRAWN ON TD BANKNORTH,
N.A.

Sep-20-2007 10:29am From-PONCE DE LEON FED BANK

12018647625

T-063 P.002/003 F-662

09/20/2007 08:12 9738396168

TD BANKNORTH-INT'L D

PAGE 02/04

Page: 2
Reference Number: 10004114

OCEAN BILL OF LADING - FULL SETS ARE REQUIRED.
CONIGNED TO: THE ORDER OF THE SHIPPER, BLANK ENDORSED. NOTIF:
SLAMDUNK SPORTWEAR, INC., 1960 THIRD AVE, NEW YORK, NY 10029 .
MARKED FREIGHT COLLECT.
WE UNDERSTAND, INSURANCE WILL BE EFFECTED BY BUYER.
BEARING THIS LETTER OF CREDIT NUMBER. FREIGHT FORWARDER'S CARBO RECEIPT
ACCEPTABLE IN LIEU OF BILL OF LADING CONIGNED TO SLAMDUNK SPORTWEAR,
INC

ADDITIONAL CONSIDERATIONS:

+EARLIER SHIPMENT ARE PERMITTED PROVIDED THAT DOCUMENTS ARE PRESENTED
WITHIN 21 DAYS AFTER SHIPMENT DATE, BUT WITHIN CREDIT VALIDITY.

+DOCUMENTS WITH DISCREPANCIES WILL BE REJECTED. HOWEVER,
NOTWITHSTANDING ANY PRIOR NOTICE OF REJECTION BY US, WE RESERVE THE
RIGHT TO ACCEPT A WAIVER OF DISCREPANCIES FROM THE APPLICANT. AND
SUBJECT TO OUR CONCURRENCE WITH SUCH WAIVER, WE RESERVE THE RIGHT TO
RELEASE DOCUMENTS AGAINST SUCH WAIVER WITHOUT TO THE PRESENTOR,
PROVIDED THAT NO WRITTEN INSTRUCTIONS TO THE CONTRARY ARE RECEIVED BY
US FROM THE PRESENTOR BEFORE SUCH RELEASE.

+WHEN PRESENTING DOCUMENTS TO TD BANKNORTH N.A., 2055 HAMBURG TURNPIKE,
WAYNE, NJ USA 07470, ATTN: INTERNATIONAL DEPARTMENT, PLEASE PRESENT AN
ADDITIONAL COPY OF ALL DOCUMENTS FOR OUR FILE. A COPY FEE OF USD 10.00
WILL BE DEDUCTED FROM THE PROCEEDS OF EACH DRAWING PRESENTED WITHOUT
THE REQUIRED COPIES.

+ALL CHARGES OTHER THAN THOSE OF THE ISSUING BANK ARE FOR ACCOUNT OF
THE BENEFICIARY.

+A DISCREPANCY FEE WILL BE DEDUCTED FROM THE PROCEEDS OF PAYMENT FOR
DOCUMENTS PRESENTED THAT DO NOT COMPLY WITH THE TERMS AND CONDITIONS OF
THE LETTER OF CREDIT. SAID DISCREPANCY FEE SHALL BE ASSESSED PER SET
OF DOCUMENTS AND NOT PER DRAFT OR PER DRAWING. NEGOTIATING BANK TO
FORWARD DRAFT AND DOCUMENTS TO US IN A SINGLE MAILING.

+DOCUMENTS MUST BE PRESENTED WITHIN 21 DAYS AFTER SHIPMENT OR DATE
GOODS RECEIVED BY FREIGHT FORWARDER IF FCR IS REQUIRED.

+THE AMOUNT OF EACH DRAFT MUST BE ENDORSED ON THE REVERSE OF THIS
CREDIT BY THE NEGOTIATING BANK.

Page 2 of 3

Sep-20-2007 10:20am From-PONCE DE LEON FED BANK

12018647625

T-063 P.003/003 F-662

09/20/2007 08:12 9738396168

TD BANKNORTH-INT'L D

PAGE 03/04

Page: 3
Reference Number: 10004114

+WE HEREBY ENGAGE WITH DRAWERS, ENDORSERS AND BONA FIDE HOLDERS THAT ALL DOCUMENTS PRESENTED IN COMPLIANCE WITH THE TERMS AND CONDITIONS OF THIS LETTER OF CREDIT ON OR BEFORE EXPIRATION DATE WILL BE DULY HONORED BY US.

+THE DOCUMENTARY CREDIT IS SUBJECT TO THE VERSION OF THE ICC UNIFORM CUSTOMS AND PRACTICE FOR DOCUMENTARY CREDITS, INTERNATIONAL CHAMBER OF COMMERCE, PARIS, FRANCE, WHICH IS IN EFFECT ON THE DATE OF ISSUE. KINDLY ADDRESS ALL CORRESPONDENCE REGARDING THIS LETTER OF CREDIT TO THE ATTENTION OF INTERNATIONAL, 2055 HAMBURG TURNPIKE, WAYNE, NJ 07470 IF YOU NEED ASSISTANCE YOU MAY CONTACT CLARIBEL SEPULVEDA AT (973) 283-4000.

(AUTHORIZED SIGNATURE)

Page 3 of 3

Received Sep-20-2007 08:04am From-9738396168

To-PONCE DE LEON FED BA Page 003

EXHIBIT C

**Banknorth, N.A.**

International Department
 2055 Hamburg Turnpike
 Wayne, NJ 07470
 Telephone: 973-283-4000
 Facsimile: 973-839-6426

L/C no. _____
 (For Bank Use)

APPLICATION FOR IRREVOCABLE COMMERCIAL LETTER OF CREDIT (Page 1 of 2)

(If using this form electronically, you should tab between fields or **DOUBLE-click** them with your mouse. Check boxes can be marked by hitting your space bar. Please see guidelines for completing this application on page 2.)

Subject to our Master Letter of Credit Agreement with you, please issue an irrevocable Commercial Letter of Credit (L/C) substantially as set forth below, and

☐ send the original L/C directly to the Beneficiary

☐ send the L/C to the Advising Bank indicated or your chosen correspondent, as applicable (for delivery to the Beneficiary)

by ☐ cable (SWIFT/telex/cablegram). ☐ courier. ☐ airmail. ☐ other: _____.

Advising Bank (optional) ²	Applicant: (Correspondent Bank on whose behalf Credit is issued) PONCE DE LEON FEDERAL BANK 3821 BERGENLINE AVENUE UNION CITY, NJ 07087
Beneficiary of L/C (name & address expected to appear on invoices) CARA INTERNATIONAL HOLDINGS LIMITED 9/F., EASTERN FLOWER CENTRE 22-24 CAMERON ROAD, TSIMSHATSUI KOWLOON, HONG KONG TEL. 852-2311 8380 / FAX. 852-2722 0672	Amount (U.S. dollars unless otherwise indicated) up to: \$ 190,017.00 plus or minus ____%
Account Party: (Insert only if different from Applicant) SLAMDUNK SPORTSWEAR, INC. 1960 THIRD AVENUE NEW YORK, NY 10029	Expiry Date of L/C (month in words, day, year) MARCH 10, 2008 in the country of the Beneficiary unless otherwise indicated

Please make the L/C subject to the Uniform Customs and Practice for Documentary Credits (UCP) currently in effect.

Documents must be presented within 21 days after shipment (21 days if not otherwise specified) but, in any case, within the validity of the credit.

Draft(s) must be drawn at (specify "sight" or other tenor³) **60 DAYS AFTER SIGHT** (sight if not otherwise specified) for ____% (100% unless otherwise specified) of Commercial Invoice value drawn on you or (specify other drawee if desired) _____ and accompanied by

the following documents⁴:

☒ Original and 2 copy(ies) of Commercial Invoice describing goods as⁵: **1466 CARTONS EQUALS 17,592 PAIRS OF SNEAKERS PO#10-091807-C**

APPLICATION FOR IRREVOCABLE COMMERCIAL LETTER OF CREDIT (Page 2 of 2)

- ☐ EXW⁶ (Ex Works, Ex Factory At) _____ (place)
☐ FCA⁶ (Free Carrier At) _____ (place)
☐ CPT⁶ (Carriage Paid To) _____ (place)
☐ CIP⁶ (Carriage & Insurance Paid To) _____ (place)
☒ FOB⁶ (Free On Board At) CHINA (port of loading) (for port-to-port ocean shipments only; otherwise use FCA)
☐ CFR⁶ (Cost & Freight Paid To) _____ (port of discharge) (for port-to-port ocean shipments only; otherwise use CPT)
☐ CIF⁶ (Cost, Insurance & Freight Paid To) _____ (port of discharge) (for port-to-port ocean shipments only; otherwise use CIP)
☐ Other terms _____
- ☐ Marine Cargo Insurance Policy or Certificate (for CIP and CIF⁶ shipments) in negotiable form for at least ____% (110% unless otherwise specified) of Commercial Invoice value, endorsed in blank and covering the following risks:
☐ All risks warehouse-to-warehouse
☐ All risks warehouse-to-warehouse including war risks and strikes, riots and civil commotions
☐ Other (specify) _____
- ☒ Copy of a cable or fax message addressed to the Applicant giving date and means of shipment and description and value of the goods shipped, bearing the Beneficiary's original signed certification that "This is a true and accurate copy of a message sent as addressed within two days of shipment of the described goods" (for insurance purposes on EXW, FCA, CPT, FOB, and CFR⁶ shipments).
- ☐ Full set of Multimodal Transport (Door-to-Door) Bills of Lading showing place of receipt as _____ and place of delivery or final destination as _____ consigned to the order of the shipper, endorsed in blank.
- ☒ Full set of Port-to-Port Bills of Lading showing port of loading as CHINA and port of discharge as NEW YORK/NEW JERSEY/LOS ANGELES, consigned to order of shipper, endorsed in blank.
- ☐ Transshipment⁷ prohibited (only applies to Port-to-Port Bills of Lading).
- ☐ Original Shipper's Copy of Air Waybill, showing airport of departure as _____ and airport of destination as _____, consigned to _____.
- ☐ Beneficiary's certificate that "one extra set of documents is accompanying the air shipment." (not applicable to ocean shipments)
- The above Bills of Lading, Air Waybill or other transport documents are to be marked and evidence:
 Freight⁸: ☒ Collect ☐ Prepaid Notify Party⁹: SLAMDUNK SPORTSWEAR INC.
 Partial shipments: ☐ Allowed ☒ Not allowed Shipment not later than: JANUARY 10, 2008
- ☐ Forwarder's Cargo Receipt issued by _____ showing merchandise received no later than _____, consigned to or held at the disposal of the Applicant.
- ☒ Original and 2 copy(ies) of Packing List.
- ☐ Original and ____ copy(ies) of Certificate of Origin.
- ☐ Beneficiary's certificate that "one set of original documents has been couriered directly to _____."
- ☒ Original and 2 copy(ies) of FOOTWEAR INTERIM INVOICE.

SPECIAL CONDITIONS/INSTRUCTIONS

- ☐ Please make the L/C transferable in full or in parts by any bank. (not permitted unless marked)
☐ All bank charges other than those of the Issuing Bank are for the account of the Beneficiary. (for Applicant if not marked)

Discount charges, if any (applicable only to drafts other than "sight"), are for the account of the ☐ Beneficiary. ☐ Applicant.

- ☐ All documents are to be sent to you in one lot by courier. (airmail if not marked)
☒ Other conditions/instructions: EARLIER SHIPMENTS PERMITTED, COMMERCIAL INVOICES MUST DETAIL :
 STYLE #, COLOR, SIZE RUN,
 QUANTITY AND PRICE OF EVERY STYLE PURCHASED

APPLICATION FOR IRREVOCABLE COMMERCIAL LETTER OF CREDIT (Page 3 of 2)

FULL SET ORIGINAL OCEAN BILL OF LADING CONSIGNEED TO: THE ORDER OF THE SHIPPER, BLANK ENDORSED, NOTIFY: SLAMDUNK SPORTSWEAR INC. 1960 THIRD AVE, NEW YORK, NY 10029, MARKED FREIGHT COLLECT, BEARING THIS LETTER OF CREDIT NUMBER.

IF FOWARDER CARGO RECEIPT IS IN LIEU OF BILL OF LADING, CONSIGNEED TO SLAMDUNK SPORTSWEAR INC. 1960 THIRD AVE, NEW YORK, NY 10029

SLAMDUNK SPORTSWEAR, INC.

Account Party Name (if different from Applicant)

Applicant (Correspondent Bank's Name, if applicable)

Authorized Signature

9/21/2007

Date

Authorized Signature

Date

Phone No.: 212 216-9462

Fax No.: 212-216-9344

Phone No.:

Fax No.:

GUIDELINES FOR COMPLETING THIS APPLICATION FORM

1. If the proper arrangements have been made, applications and inquiries may be submitted by fax or e-mail to the addresses listed.
2. Advising Bank: If none is specified, the L/C will be advised through one of TD-BANKNORTH, N.A. Bank's correspondent banks/branches in the country of the Beneficiary.
3. Tenor: 'Sight' means payable immediately. For 'time' items, the tenor or maturity date should be specified. Example: '30 days after date of shipment'
4. Documents: Choose/specify all documents required for clearance of goods and internal use and to provide satisfactory evidence of shipment of goods as ordered. Keep in mind that non-documentary conditions cannot be included and the bank will pay as long as documents comply.
5. Merchandise: Description of goods should be as in the Beneficiary's proforma invoice but only in generic terms without excessive details such as quality, specifications, measurements, etc. This description will be required in the invoice presented under the L/C.
6. Shipping Terms: Shipping terms listed are standard Incoterms published by the international Chamber of Commerce and are used in international shipments to divide costs, rights, and obligations between buyers and sellers. *Do not be confused by the fact that some of the same terms are in common use for domestic shipments but have different meanings under the Uniform Commercial Code, which only covers shipments within the United States, not internationally.* In particular, FOB, CFR, and CIF are used internationally when goods are to be shipped via ocean and where it is agreed that the seller is responsible for inland carriage to the port of loading and any damage to the goods until they "cross the ship's rail." These 3 terms should not be used when requesting multimodal transport or when shipment is expected to be made in containers.
7. Transshipment: Unloading and reloading from one vessel to another of **break-bulk** goods during ocean carriage. Allowed unless otherwise specified. Even if prohibited, transshipment is allowed when goods are containerized and any time air or multimodal transport is requested unless the prohibition is explicitly stated under Other Instructions, e.g., "transport documents must not evidence unloading and reloading of goods, even if in containers, between the port of loading and the port of destination."
8. Freight: Choose 'prepaid' or 'collect' to match shipping term/Incoterm chosen.
9. Notify Party: Party to be notified by the carrier upon arrival of goods (usually a customs broker).

EXHIBIT D

Sep-26-2007 09:36am From-PONCE DE LEON FED BANK

12018647625

T-068

P.001/003

F-676

09/24/2007 16:39 9738396168

PAGE 02/04

Attn: Eric

1000433

DATE: SEPTEMBER 24, 2007

IRREVOCABLE NEGOTIABLE CREDIT

CREDIT NUMBER: **[REDACTED]**
 EXPIRY: MARCH 10, 2008 COUNTRY OF
 BENEFICIARY

APPLICANT

SLAMDUNK SPORTWEAR, INC.
 1960 THIRD AVENUE
 NEW YORK, NY 10029

BENEFICIARY

CARA INTERNATIONAL HOLDINGS LTD
 9/F., EASTERN PLAZA CENTRE
 22-24 CAMERON ROAD,
 TSIMSHATSUI, KOWLOON, HONG KONG

ADVISING BANK:

CITIBANK
 RE ISSUE PROGRAM
 HONG KONG HONG KONG

PARTIAL SHIPMENT NOT ALLOWED
 TRANSSHIPMENT ALLOWED
 PORT OF LOADING: CHINA
 PORT OF DISCHARGE: LOS ANGELES, CA
 AND/OR NEW YORK, NY/NEW JERSEY USA
 LATEST SHIPPING DATE: JANUARY 10,
 2008

WE HEREBY ISSUE THE LETTER OF
 CREDIT FOR AN AMOUNT OR AMOUNTS
 NOT TO EXCEED IN THE AGGREGATE
~~US\$199,000.00~~ (US DOLLARS ONE
 HUNDRED NINETY THOUSAND SEVENTEEN)
 CREDIT AVAILABLE WITH ANY BANK BY
 NEGOTIATION AGAINST PRESENTATION
 OF THE DOCUMENT DETAILED HEREIN
 AND OF YOUR DRAFTS AT 60 DAYS
 AFTER SIGHT DRAWN ON TD BANKNORTH,
 N.A. AT 100 PERCENT INVOICE VALUE

COVERING:

1466 CARTONS EQUALS 17,592 PAIRS OF SNEAKERS PO NO. **12-001803-C**
 FOB CHINA

DOCUMENTATION REQUIRED:

+SIGNED COMMERCIAL INVOICE, ORIGINAL AND 3 COPIES. COMMERCIAL INVOICE
 MUST DETAIL: STYLE NO., COLOR, SIZE RUN, QUANTITY AND PRICE OF EVERY
 STYLE PURCHASED.
 + PACKING LIST, ORIGINAL AND 2 COPIES.
 + FOOTWEAR INTERIM INVOICE.
 + COPY OF A CABLE OR FAX MESSAGE ADDRESSED TO THE APPLICANT (IVING DATE
 AND MEANS OF SHIPMENT AND DESCRIPTION AND VALUE OF THE GOODS SHIPPED,
 BEARING THE BENEFICIARIES' ORIGINAL CERTIFICATION THAT: QUOTE: THIS IS
 A TRUE AND ACCURATE COPY OF A MESSAGE SENT AS ADDRESSED WITHIN TWO DAYS
 OF SHIPMENTS OF THE DESCRIBED GOODS.UNQUOTE (FOR INSURANCE PURPOSES)
 OCEAN BILL OF LADING - FULL SETS ARE REQUIRED.
 CONSIGNED TO: THE ORDER OF THE SHIPPER, BLANK ENDORSED. NOTIFY:

Page 1 of 3

Sep-26-2007 09:36am From-PONCE DE LEON FED BANK
09/24/2007 16:39 9738395168

12018647625
TD BANKNORTH-INT'L D

T-068 P.002/003 F-676

PAGE 03/04

Page: 2
Reference Number: 10004122

SLAMDUNK SPORTWEARS INC., 1960 THIRD AVE, NEW YORK, NY 10029 .
MARKED FREIGHT COLLECT.
WE UNDERSTAND. INSURANCE WILL BE EFFECTED BY BUYER.
BEARING THIS LETTER OF CREDIT NUMBER. FREIGHT FORWARDER'S CARGO RECEIPT
ACCEPTABLE IN LIEU OF BILL OF LADING CONSIGNED TO SLAMDUNK SPORTWEARS
INC., 1960 THIRD AVE, NY, NY 10029

ADDITIONAL CONSIDERATIONS:
EARLIER SHIPMENT PERMITTED PROVIDED THAT DOCUMENTS ARE PRESENTED WITHIN
21 DAYS AFTER SHIPMENT, BUT WITHIN THE CREDIT VALIDITY.

+DOCUMENTS WITH DISCREPANCIES WILL BE REJECTED. HOWEVER,
NOTWITHSTANDING ANY PRIOR NOTICE OF REJECTION BY US, WE RESERVE THE
RIGHT TO ACCEPT A WAIVER OF DISCREPANCIES FROM THE APPLICANT, AND
SUBJECT TO OUR CONCURRENCE WITH SUCH WAIVER, WE RESERVE THE RIGHT TO
RELEASE DOCUMENTS AGAINST SUCH WAIVER WITHOUT TO THE PRESENTOR,
PROVIDED THAT NO WRITTEN INSTRUCTIONS TO THE CONTRARY ARE RECEIVED BY
US FROM THE PRESENTOR BEFORE SUCH RELEASE.

+WHEN PRESENTING DOCUMENTS TO TD BANKNORTH N.A., 2055 HAMBURG TURNPIKE,
WAYNE, NJ USA 07470, ATTN: INTERNATIONAL DEPARTMENT, PLEASE PRESENT AN
ADDITIONAL COPY OF ALL DOCUMENTS FOR OUR FILE. A COPY FEE OF USD 10.00
WILL BE DEDUCTED FROM THE PROCEEDS OF EACH DRAWING PRESENTED WITHOUT
THE REQUIRED COPIES.

+ALL CHARGES OTHER THAN THOSE OF THE ISSUING BANK ARE FOR ACCOUNT OF
THE BENEFICIARY.

+A DISCREPANCY FEE WILL BE DEDUCTED FROM THE PROCEEDS OF PAYMENT FOR
DOCUMENTS PRESENTED THAT DO NOT COMPLY WITH THE TERMS AND CONDITIONS OF
THE LETTER OF CREDIT. SAID DISCREPANCY FEE SHALL BE ASSESSED PER SET
OF DOCUMENTS AND NOT PER DRAFT OR PER DRAWING. NEGOTIATING BANK TO
FORWARD DRAFT AND DOCUMENTS TO US IN A SINGLE MAILING.

+DOCUMENTS MUST BE PRESENTED WITHIN 21 DAYS AFTER SHIPMENT OF DATE
GOODS RECEIVED BY FREIGHT FORWARDER IF FCR IS REQUIRED.

+THE AMOUNT OF EACH DRAFT MUST BE ENDORSED ON THE REVERSE OF THIS
CREDIT BY THE NEGOTIATING BANK.

+WE HEREBY ENGAGE WITH DRAWERS, ENDORSERS AND BONA FIDE HOLDERS THAT
ALL DOCUMENTS PRESENTED IN COMPLIANCE WITH THE TERMS AND CONDITIONS OF
Page 2 of 3

Sep-26-2007 09:36am From-PONCE DE LEON FED BANK

12018647625

T-068 P.003/003 F-676

09/24/2007 16:39 9738396168

TD BANKNORTH-INT'L D

PAGE 84/84

Page: 3
Reference Number: 10004122

THIS LETTER OF CREDIT ON OR BEFORE EXPIRATION DATE WILL BE DUTY HONORED BY US.

+THE DOCUMENTARY CREDIT IS SUBJECT TO THE VERSION OF THE ICC UNIFORM CUSTOMS AND PRACTICE FOR DOCUMENTARY CREDITS, INTERNATIONAL CHAMBER OF COMMERCE, PARIS, FRANCE, WHICH IS IN EFFECT ON THE DATE OF ISSUE. KINDLY ADDRESS ALL CORRESPONDENCE REGARDING THIS LETTER OF CREDIT TO THE ATTENTION OF INTERNATIONAL, 2055 HAMBURG TURNPIKE, WAYNE, NJ 07470 IF YOU NEED ASSISTANCE YOU MAY CONTACT CLARISSEL SEPULVEDA AT (973) 283-4000.

(AUTHORIZED SIGNATURE)

Page 3 of 3

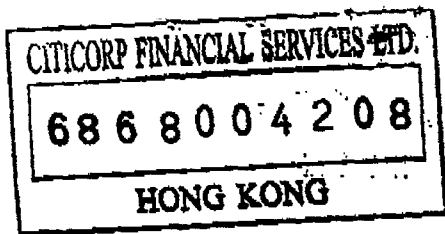
Received Sep-24-2007 04:31pm

From-9738396168

To-PONCE DE LEON FED BA

Page 004

EXHIBIT E



星展銀行 DBS

BY COURIER

RECEIVED

DATE: 3 JANUARY 2008

CITICORP FINANCIAL SERVICES LTD.
9/F TWO HARBOURFRONT
22 TAK FUNG STREET HUNGHOM
KOWLOON HONG KONG

OUR REF: 029151622355
CATEGORY: LIBN

DOCUMENTS AMOUNT:
USD53,512.80

DC NO. : 5867263216
ISSUED BY: TD BANKNORTH NA

DATED: 20SEP07

BENEFICIARY: CARA INTERNATIONAL HOLDINGS LIMITED 9/F EASTERN
FLOWER CENTRE 22-24 CAMERON ROAD TSIMSHATSUI
KOWLOON HONG KONG

APPLICANT : SLAMDUNK SPORTWEAR INC

TENOR: 60 DAYS AFTER SIGHT

SHIPMENT BY: AS PER TRANSPORT DOCUMENT

BL/AWB DATE: 15DEC07

COVERING SHIPMENT OF: AS PER INVOICE

WE ENCLOSE DOCUMENTS RELATING TO THIS DRAWING AS REQUIRED UNDER
THE TERMS OF THE ABOVE DOCUMENTARY CREDIT.

PLEASE HANDLE THIS DOCUMENTS IN ACCORDANCE WITH THE INSTRUCTIONS
DETAILED BELOW.

- WE HAVE NEGOTIATED/PURCHASED/PREPAID THE ATTACHED DOCUMENTS.
- PLEASE DESPATCH DOCUMENTS TO DC ISSUING BANK FOR PAYMENT BY
COURIER SERVICES.
- PLEASE EFFECT PAYMENT TO US UPON RECEIPT OF PROCEEDS FROM DC
ISSUING BANK.
- ADVISE DUE DATE AND ACCEPTANCE BY AUTHENTICATED SWIFT/TESTED
TELEX.
- ORIGINAL DOCUMENTARY CREDIT IS ATTACHED HERewith.
- PLEASE RETAIN THE ORIGINAL DC FOR NEXT PRESENTATION OF
DOCUMENT AND RETURN TO US UNTIL THE DC IS FULLY UTILIZED.
- WE CERTIFY THAT DOCUMENTS WERE PRESENTED WITHIN THE
PRESENTATION PERIOD AND THE VALIDITY OF THE CREDIT.
- FOR DISCREPANCY, IF ANY, PLEASE CONTACT MR LAU (TEL: 3668 0571)
OR MR RICHARD LAW (TEL: 3668 0575)
- IF THERE ARE ANY ENQUIRES, PLEASE CONTACT MS. LO (TEL: 3668
0485) OR MS. LAM (TEL: 3668 0480).

PAYMENT INSTRUCTIONS

- IN SETTLEMENT, PLEASE CREDIT OUR ACCOUNT IN US DOLLARS BY RTGS,
OUR CODE NUMBER 016-451-0011 SWIFT: DHBKHKHH
IF RTGS SYSTEM IS NOT AVAILABLE, PLEASE CREDIT BY T.T. TO OUR
ACCOUNT NO. 2000191000548 (SWIFT: DHBKHKHH) WITH WACHOVIA BANK
NA NEW YORK INTERNATIONAL BRANCH 11 PENN PLAZA 4TH FLOOR NEW
YORK NY 10001 USA UNDER YOUR SWIFT ADVICE AND THEIR SWIFT
ADVICE TO US WITH CHARGES BREAKDOWN QUOTING OUR REF.
029151622355

THIS IS A COMPUTER-GENERATED ADVICE, NO SIGNATURE(S) IS REQUIRED.

PAGE 1 OUT OF 2 PAGE(S)
CHYA

DBS Bank (Hong Kong) Limited 星展銀行(香港)有限公司
9/F, North, Somerset House 香港總行
Taikoo Place, 979 King's Road 英皇道979號太古坊
Quarry Bay, Hong Kong 灣仔區

Tel 電話: 852 2218 8822
Swift Address: DHBKHKHH
www.dbs.com

星展銀行 DBS

DATE : 3 JANUARY 2008

TO:
CITICORP FINANCIAL SERVICES LTD.
9/F TWO HARBOURFRONT
22 TAK FUNG STREET HUNGHOM
KOWLOON HONG KONG

OUR REF:
029151622355
CATEGORY: LIBN
(PLEASE QUOTE IN
ALL COMMUNICATION)

THIS DOCUMENT IS SUBJECT TO THE VERSION OF "UNIFORM CUSTOMS &
PRACTICE FOR DOCUMENTARY CREDITS" AS MENTIONED IN THE CREDIT.

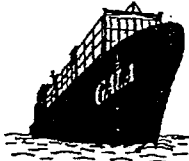
PLEASE QUOTE OUR REFERENCE IN YOUR PAYMENT AND
WHEN COMMUNICATING WITH US.

THIS IS A COMPUTER-GENERATED ADVICE, NO SIGNATURE(S) IS REQUIRED.
PAGE 2 OUT OF 2 PAGE(S)

DBS Bank (Hong Kong) Limited 星展銀行(香港)有限公司
9/F., North, Somerset House 香港鰂魚涌
Taikoo Place, 979 King's Road 英皇道979號太古坊
Quarry Bay, Hong Kong 灣仔 帝盛大廈9字樓北翼

Tel 電話 : 852.2218 8822
Swift Address : DHBKHKHH
www.dbs.com

EXHIBIT F



GALA Shipping Limited

BILL OF LADING

SHIPPER/EXPORTER (2) (COMPLETE NAME AND ADDRESS) CARA INTERNATIONAL HOLDINGS LTD 9/F., EASTERN FLOWER CENTRE, 22-24 CAMERON ROAD, TSIMSHATSUI, KOWLOON, HONG KONG		DOCUMENT NO. (5) GA0710554NYC	FMC NVOCC LIC#2238NF
CONSIGNEE (3) (COMPLETE NAME AND ADDRESS) TO THE ORDER OF THE SHIPPER		EXPORT REFERENCES (6) Job No: SE20070465	
NOTIFY PARTY (4) (COMPLETE NAME AND ADDRESS) SLAMUNK SPORTWEAR, INC. 1960 THIRD AVE, NEW YORK, NY 10029		FORWARDING AGENT - REFERENCES (7)	
PIER/TERMINAL (10)		POINT AND COUNTRY OF ORIGIN (8)	
VESSEL (11) FLAG v.0085E CSCL SEATTLE		DOMESTIC ROUTING/EXPORT INSTRUCTIONS (9) FORWARDING AGENT: SPEEDY INTERNATIONAL LLC (LAX) 5250 W. CENTURY BLVD., SUITE 207, LOS ANGELES CA90045 SAMANTHA PONG TEL:310-410-0840 FAX:310-410-0912	
PORT OF DISCHARGE FROM VESSEL (13) LOS ANGELES, CA		ONWARD INLAND ROUTING (15)	
PORT OF LOADING (12) XIAMEN, CHINA			
FOR TRANSSHIPMENT TO (14) NEW YORK, USA, NY			
MARKS AND NUMBERS (16) DESV4201603 /G459357	NO. OF PKGS. (17)	PARTICULARS FURNISHED BY SHIPPER DESCRIPTION OF PACKAGES AND GOODS (18) CONTAINER NOS. /40' /CY/CY SHIPPER'S LOAD & COUNT & SEAL S.T.C. : - ***THIS SHIPMENT CONTAINS NO WOOD PACKING MATERIALS MARKS & NOS. & DESCRIPTION OF GOODS AS PER LIST ATTACHED. 359 CARTON(S)	GROSS WEIGHT (19) KGS 4336.500 MEASUREMENT (20) CBM 44.670
TOTAL: ONE(1X40') CONTAINER(S) ONLY		SHIPPED ON BOARD :Dec 15,2007	

FREIGHT AND CHARGES PAYABLE AT	DESTINATION
	PREPAID
	COLLECT
"FREIGHT COLLECT"	
	AS ARRANGES
TOTAL	

PREPAID <input type="checkbox"/>	COLLECT <input checked="" type="checkbox"/>
<p>RECEIVED the goods or the containers, vans, trailers, pallet units or other packages said to contain goods herein mentioned, in apparent good order and condition, except as otherwise indicated, to be transported, delivered or transhipped as provided herein. All of the provisions written, printed or stamped on either side hereof are part of this bill of lading contract.</p> <p>IN WITNESS WHEREOF, the Master or agent of said vessel has signed THREE (3) bills of lading, all of the same tenor and date, one of which being accomplished, the others to stand void.</p>	

BY GALA LOGISTICS LIMITED
AS AGENT FOR THE CARRIER
CHINA SHIPPING CONTAINER LINES
DATED (HONG KONG) CO. LTD
Dec 15,2007

B/L NO.
GA0710554NYC

Ref. No. 014610

EXHIBIT G

attn Michael 212-308-9079

10004114

3/10/07

No. A07-118

BILL OF EXCHANGE

Hong Kong 28-Dec-2007

For USD 53,512.80

At 60 DAYS after sight

Sight of this **FIRST** Bill of Exchange (Second of the same tenor and date being unpaid) pay to **DBS Bank (Hong Kong) Limited** or order the sum of U.S. DOLLARS FIFTY THREE THOUSAND FIVE HUNDRED TWELVE & CENTS EIGHTY.

Deliver to the order of: for value received

Drawn under TD BANKNORTH, N.A.

L/C No. 10004114

20SEP07

TD BANKNORTH, N.A.

ACCEPTED

CITICORP FINANCIAL SERVICES LTD.

6868004208

HONG KONG

Date:

1-14-08

TD BANKNORTH, N.A.

By:

Mauricio Castano

(Authorized Signature)

(Authorized Signature)

For and on behalf of
CITICORP INTERNATIONAL HOLDINGS LIMITED

Authorized Signature(s)

EXHIBIT H

14/01/08-16:27:40

Printer-2042-000001

1

----- Instance Type and Transmission -----

Notification (Transmission) of Original sent to SWIFT (ACK)
 Network Delivery Status : Network Ack
 Priority/Delivery : Normal
 Message Input Reference : 1616 080114NRTHUS33AXXX1038080019

----- Message Header -----

Swift Input : FIN 799 Free Format Message
 Sender : NRTHUS33XXX
 TD BANKNORTH, N.A.
 PORTLAND, ME US
 Receiver : DHBKHKHXXXX
 DBS BANK (HONG KONG) LIMITED
 HONG KONG HK

----- Message Text -----

20: Transaction Reference Number
 029151622355
 21: Related Reference
 10004114
 79: Narrative
 CITICORP REF 5867263216 DOCUMENTS USD 53512.80
 DISREGARD MESSAGE SENT EARLIER IN ERROR REGARDING
 THIS PRESENTATION
 DRAFT HAS BEEN ACCEPTED TO MATURE 3/10/08
 REGARDS

----- Message Trailer -----

{MAC:4CC02114}
 {CHK:97A96453CC63}
 PK1 Signature: MAC-Equivalent

----- Interventions -----

Category : Network Report
 Creation Time : 14/01/08 16:27:25
 Application : SWIFT Interface
 Operator : SYSTEM
 Text

{1:F21NRTHUS33AXXX1038080019}{4:{177:0801141616}{451:0}}

*End of Message